

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Sm - Plaza, Inc

C.C. FEE. DISBURSED

Corporate Kit
 Art of Amend File
 Corporate Record Search
 Litigation Research File
 Fictitious Copy File
 () Court Copy(s)

Art of Amend File
 Dissolution/Withdrawal
 C U S
 Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies

Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep
 FAX () pgs

200001407952
 -02/16/95--01036--030
 ****122.50 ****122.50

SECRETARY OF STATE
 FEB 15 1995
 FILED

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

CK No.

BY

WALK-IN

Will Pick Up 2-16 12:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

SM-PLAZA, INC.

ARTICLES OF INCORPORATION

FILED

FIRST: I, the undersigned, Michael J. Doyle, of the County of Alameda, State of California, being at least twenty-one (21) years of age, do hereby declare myself as an incorporator with the intent to form a corporation under and by virtue of the general laws of the State of Florida authorizing the formation of corporations.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is SM-PLAZA, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) to serve as general partner of Plaza Associates Limited Partnership and

(b) to engage in any lawful act or activity for which corporations may be organized under the corporation law of the state of Florida.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The street address of the and mailing address of the principal office of the Corporation in this State is 351 - 6th Avenue, West, Bradenton, Florida 34205. The Resident Agent of the Corporation is John S. Newsome, 351 - 6th Avenue, West, Bradenton, Florida 34205. Said agent is a citizen of the State of Florida and resides therein.

FIFTH: The initial number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but subsequent to the initial directors, shall never be less than three (3), provided that at all times:

(a) if there is no stock outstanding, the number of directors may be less than three (3) but not less than

one (1) and

(b) if there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John S. Nowomo, Michael J. Doyle and Louis Edmondson, c/o SMG Property Management, Inc., 351 - 6th Avenue, West, Bradenton, Florida 34205.

SIXTH: The total amount of the authorized capital stock of the Corporation is Five Thousand (5,000) shares, without par value common stock, all of one class designated as common stock.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter and repeal the By-laws of the Corporation; to amend the corporate charter; to establish and reclassify stock and establish corporate books; to fix and vary the amounts to be reserved as working capital; to direct and determine the use of any surplus or net profits; to determine whether any, and if any, what part, or any surplus or net profits shall be declared as dividends;

To sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and of such terms and conditions, and for such considerations as they think fit; at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures, or other securities of the Corporation;

To determine who shall be authorized to sign on behalf of the Corporation bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, deeds, deeds of trust and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such a manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit; from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account book or document of this Corporation except as conferred by statute, unless authorized by

the resolution of the Directors.

EIGHTH: The Board of Directors of this Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-laws of the Corporation.

NINTH: Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction; and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, so long as the Board of Directors shall authorize, approve, or ratify such contract or transaction by a vote sufficient for that purpose, which may include the vote or votes of such director or directors. Such director or directors may also be counted in determining the presence of a quorum at such meeting.

TENTH: Each director and officer or former director or officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, including in each such case their respective executors and administrators, shall be indemnified, to the maximum extent that Florida law in effect from time to time permits, by the Corporation against judgments, penalties, fines and settlements imposed upon or asserted against him or her by reason of having been such a director or officer, whether or not then continuing to be so, and against all reasonable expenses, including counsel fees, incurred by him or her in connection with any such claim.

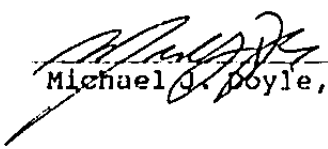
Reasonable expenses incurred by an officer or director who is a party to a proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding provided: the Corporation has received a written affirmation by the officer or director of his good faith belief that the appropriate standard of conduct necessary for indemnification by the Corporation as authorized by Florida law has been met; the Corporation has received a written undertaking by or on behalf of the officer or director to repay the amount if it shall ultimately be determined that the standard of conduct has not been met; and special legal counsel selected by the Board

of Directors, as set forth below, determines that payment of expenses in advance of a final disposition of the action against the officer or director is appropriate. This special legal counsel will be selected by the Board of Directors by a majority vote of a quorum consisting of directors not, at the time, parties to the proceeding, or, if such a quorum cannot be obtained, then a majority vote of a committee of the Board consisting solely of two (2) or more directors not, at the time, parties to such proceeding and who are duly designated to act in the matter by a majority vote of the full Board of Directors, including directors who are parties to the proceeding. The Corporation may, with the approval of its Board of Directors, indemnify and advance or reimburse reasonable expenses to the same extent as permitted for officers and directors to any employee or agent of the Corporation who is the subject of a proceeding due to acts performed on behalf of the Corporation.

ELEVENTH: To the maximum extent that Florida law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation, former director or officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or to which it is a creditor, including in each such case the respective executors and administrators, shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or By-laws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

TWELFTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 13 day of FEBRUARY, 1995. .


Michael J. Doyle, Incorporator

STATE OF MISSISSIPPI:
COUNTY OF CLAY, to wit:

The foregoing instrument was acknowledged before me this 13
day of February, 1995, by MICHAEL J. DOYLE,

✓ who is personally known to me,
who has produced _____ as
identification, and who did take an oath, and who acknowledged to
and before me that he executed the same freely and voluntarily for
the purposes therein expressed.

Notary Public

Print Name: Victor L. Huffman
Commission No. _____

My Commission Expires: _____

[SEAL]

Original to be Returned to:

Sandra W. McShea, Attorney at Law
12800 Frederick Road, Suite 202A, Box 39
West Friendship, Maryland 21794

ACCEPTANCE

I hereby accept to act as initial Registered Agent for SM-Plaza, Inc., as stated in these Articles of Incorporation.

John S. Newsome
Registered Agent